

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.  
and LAW DEBENTURE TRUST COMPANY OF  
NEW YORK,  
  
Plaintiffs,  
  
v.  
  
NORTHWESTERN CORPORATION,  
  
Defendant.

MAGTEN ASSET MANAGEMENT CORP.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 05-499-JJF
	:	
MIKE J. HANSON and ERNIE J. KINDT,	:	
	:	
Defendants.	:	

**MOTION IN LIMINE TO EXCLUDE SEC EVIDENCE**

Defendant NorthWestern Corporation (“NorthWestern”) by and through its undersigned counsel, hereby submits its motion *in limine* to exclude from evidence certain documents related to the Security and Exchange Commission’s investigation of NorthWestern and certain of its or its subsidiary’s former directors and officers concerning NorthWestern’s restated 2002 quarterly financial statements at trial currently scheduled for March 3, 2008, and in support hereof, relies upon the Memorandum of Law in Support of Motion *in Limine* to Exclude SEC Evidence filed contemporaneously herewith.

Dated: January 31, 2008

**GREENBERG TRAURIG LLP**

/s/ Dennis A. Meloro  
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and

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Attorneys for NorthWestern Corporation

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORPORATION and LAW DEBENTURE TRUST COMPANY OF NEW YORK,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	C.A. No. 04-1494 (JJF)
	)	
NORTHWESTERN CORPORATION,	)	
	)	
Defendant.	)	
<hr/>		
MAGTEN ASSET MANAGEMENT CORP.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 05-499 (JJF)
	)	
MIKE J. HANSON and ERNIE J. KINDT,	)	
	)	
Defendants.	)	

**CERTIFICATE OF SERVICE**

I, Dennis A. Meloro, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on January 31, 2008, I caused to be served copies of the following to be served upon the parties listed below via: (i) Electronic Mail upon all parties; (ii) Hand Delivery upon Local Counsel; and (iii) Federal Express delivery upon the remaining parties.

- Motion *in Limine* to Exclude SEC Evidence
- Memorandum of Law in Support of Motion *in Limine* to Exclude SEC Evidence

Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten)	Bonnie Steingart, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten)
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<p>Kathleen M. Miller, Esquire  Smith Katzenstein &amp; Furlow LLP  800 Delaware Avenue, 7th Floor  Wilmington, DE 19801  (Law Debenture)</p>	<p>John V. Snellings, Esq.  Amanda Darwin, Esq.  Nixon &amp; Peabody LLP  100 Summer Street  Boston, Massachusetts 02100  (Law Debenture)</p>
<p>Stanley T. Kaleczyc  Kimberly A. Beatty  Browning, Kaleczyc, Berry &amp; Hoven, P.C.  139 North Last Chance Gulch  P.O. Box 1697  Helena, Mt 59624  (M Hanson/E Kindt)</p>	<p>Denise Seastone Kraft  Edwards Angell Palmer &amp; Dodge LLP  919 North Market Street, 15th Floor  Wilmington, DE 19801  (M Hanson/E Kindt)</p>

Date: January 31, 2008

GREENBERG TRAURIG, LLP

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